

Leo T. Crowley (LC-1311)  
 Eric Fishman (EF-9664)  
 Margot P. Erlich (ME-2117)  
**PILLSBURY WINTHROP SHAW PITTMAN LLP**  
 1540 Broadway  
 New York, New York 10036-4039  
 Telephone: (212) 858-1000

Counsel for The Bank of New York, as Indenture  
 Trustee and Pass Through Trustee

**UNITED STATES BANKRUPTCY COURT  
 SOUTHERN DISTRICT OF NEW YORK**

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<b>In re</b>	:	
	:	
<b>DELTA AIR LINES, INC., et al.,</b>	:	<b>Chapter 11</b>
	:	<b>Case No. 05-17923 (ASH)</b>
	:	<b>(Jointly Administered)</b>
<b>Reorganized Debtors.</b>	:	
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**COUNTER-DESIGNATION OF CONTENTS FOR RECORD ON APPEAL  
 AND CROSS-APPEAL BY THE BANK OF NEW YORK,  
AS INDENTURE TRUSTEE AND PASS THROUGH TRUSTEE**

Pursuant to Rule 8006 of the Federal Rules of Bankruptcy Procedure, The Bank of New York, as Indenture Trustee and Pass Through Trustee (“BNY”), through its undersigned counsel, hereby submits its counter-designation (the “Counter-Designation”) of additional items to be included in the record on appeal and cross-appeal to the United States District Court for the Southern District of New York from the “Order With Respect to TIA/SLV Objection 2” (the “Order”), entered by the United States Bankruptcy Court for the Southern District of New York (Hon. Adlai S. Hardin, Jr.) (the “Bankruptcy Court”) on July 19, 2007 [Docket No. 6467].

On July 27, 2007, BNY received electronic notification via the Bankruptcy Court’s electronic document filing system of the Notice of Appeal of Northwestern Mutual Life Insurance Company (“Northwestern”) regarding the Order [Docket No. 6521]. On July 27, 2007, Delta Air Lines, Inc.’s (“Delta”) and the Post-Effective Date Committee appointed under

Delta's confirmed chapter 11 plan of reorganization (the "Committee") filed and served their own Notice of Appeal (the "Original Notice of Appeal") regarding the Order [Docket No. 6523]. On August 1, 2007, Delta and the Committee filed and served their Notice of Cross-Appeal, which covers the same matters addressed in the Original Notice of Appeal [Docket No. 6545].

On August 2, 2007, BNY received electronic notification of Appellant's Designation of Record and Statement of Issues to Be Presented on Appeal (the "Northwestern Designation") [Docket No. 6551].

On August 6, 2007, BNY received electronic notification of the Designation and Counter-Designation of Contents for Record on Appeal and Cross-Appeal and Statement of Issues by Delta Air Lines, Inc. and Post-Effective Date Committee (the "Delta Designation") [Docket No. 6568].

BNY hereby submits this Counter-Designation in response to the Northwestern Designation and the Delta Designation.

**I. COUNTER-DESIGNATION OF DOCUMENTS TO BE INCLUDED  
IN THE RECORD ON APPEAL AND CROSS-APPEAL**

BNY submits the following additional items for inclusion in the record on appeal and cross-appeal:

1. Final Order Authorizing Debtors To Reject Certain Aircraft, Engine and Propeller Leases and Subleases Pursuant to Section 365(a) of the Bankruptcy Code, dated November 29, 2005 [Docket No. 1352].
2. Debtor's Joint Plan of Reorganization under Chapter 11 of the Bankruptcy Code, dated April 25, 2007 [Docket No. 5998, Exhibit A].
3. Plan Schedule 10.2(b) Executory Contracts and Unexpired Leases to be Rejected, dated April 24, 2007 [Docket No. 5902, Attachment No. 7].

4. Order Confirming Debtors' Joint Plan of Reorganization under Chapter 11 of the Bankruptcy Code, dated April 25, 2007 [Docket No. 5998].

## **II. RESERVATION OF RIGHTS**

BNY reserves the right: (i) to supplement, amend or modify this Counter-Designation as appropriate; (ii) to file briefs to address Northwestern's and Delta's appellate briefs; (iii) to set forth a counter-statement of issues in its briefs; and (iv) to move to strike items designated in the Northwestern Designation or the Delta Designation that may be inappropriate and make any related arguments as to the propriety of items set forth in the Northwestern Designation or the Delta Designation.

New York, New York  
Dated: August 13, 2007

### **PILLSBURY WINTHROP SHAW PITTMAN LLP**

By: /s/ Leo T. Crowley  
Leo T. Crowley (LC-1311)  
Eric Fishman (EF-9664)  
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